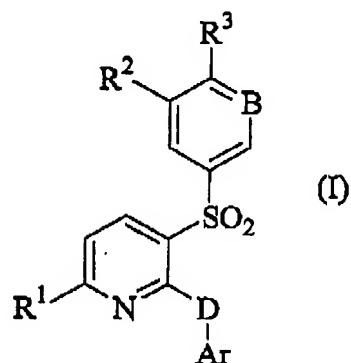


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Amendments to the claims

1. (currently amended) A compound of Formula (I)



or a pharmaceutically acceptable salt or solvate thereof,

wherein

B is CH- or N;

D is CH₂- or NH;

R¹ is selected from the group consisting of H, -CN, C₁₋₄ alkyl, C₃₋₇ cycloalkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ alkoxy and N(C₁₋₄ alkyl)₂ optionally and independently substituted with 1 to 3 substituents selected from the group consisting of -CN, hydroxy, halo, C₁₋₄ haloalkyl and C₁₋₄ alkoxy;

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R^2 is selected from the group consisting of H, halo, -CN, hydroxy, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-7} cycloalkyl, C_{1-6} alkoxy, C_{1-6} haloalkyl, $-NR^4R^6$, $-C_{1-6}alkylNR^4R^6$, $-C_{1-6}alkylOR^6$, CO_2R^6 , O_2CR^6 , COR^6 , CON^4R^6 , $NR^4CO_2R^6$, $NR^4SO_2R^6$, NR^4COR^6 , $OCONR^4R^6$ and $NR^4CONR^5R^6$; optionally and independently substituted with 1 to 3 substituents selected from the group consisting of -CN, hydroxy, halo, C_{1-4} haloalkyl, C_{1-4} alkoxy, CO_2C_{1-4} alkyl or phenyl; or

R^2 is allyloxy, benzyloxy, or (pyridinyl)methoxy where benzyloxy and (pyridinyl)methoxy are substituted with 0-2 substituents selected from the group consisting of halo and C_{1-6} alkoxy;

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R³ is morpholinyl, thiomorpholinyl, piperadinyl, piperazinyl, phenyl, pyridyl, pyrimidinyl, triazinyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, pyrrolidinyl, dihydroimidazolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl and indazolyl, independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C₁₋₆ alkyl, C₁₋₄ alkoxy, C₁₋₄ alkyl, C₃₋₆ cycloalkyl, OR⁴, halo, C₁₋₄ haloalkyl, -CN, -SH, -S(O)₂R⁵, -COR⁴, -CO₂R⁴, -OC(O)R⁵, -N(COR⁴)₂, -NR⁴R⁷ and -CONR⁴R⁷, -NR⁴COR⁵, -NR⁴SO₂R⁵, -NR⁴CONR⁵R⁷ or -NR⁴CO₂R⁵,

R³ is selected from the group consisting of H, halo, -CN, hydroxy, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₇ cycloalkyl, C₁₋₆ alkoxy, C₁₋₆ haloalkyl, -NR⁴R⁶, -C₁₋₆alkylNR⁴R⁶, -C₁₋₆alkylOR⁶, CO₂R⁶, O₂CR⁶, COR⁶, CON⁴R⁶, NR⁴CO₂R⁶, NR⁴SO₂R⁶, and NR⁴COR⁶, -OCONR⁴R⁶, and NR⁴CONR⁵R⁶;

optionally and independently substituted with 1 to 3 substituents selected from the group consisting of -CN, hydroxy, halo, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, CO₂C₁₋₄ alkyl, or phenyl or naphthyl; or

R³ is allyloxy, (pyridinyl)methoxy, (3,5-dichloropyridinyl)methoxy, (2-methylthiazolyl)methoxy, phenyl, or 2-methoxyphenyl,; or

R³ is benzyloxy substituted with 0-2 substituents selected from the group consisting of halo, C₁₋₆alkyl, C₁₋₆alkoxy, cyano, carbomethoxy, acetoxy, and nitro;

R³ is morpholinyl, thiomorpholinyl, piperadinyl, piperazinyl, phenyl, pyridyl, pyrimidinyl, triazinyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, pyrrolidinyl,

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~~dihydroimidazolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl and indazolyl, independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, C₁₋₄ alkoxy-C₁₋₄ alkyl, -OR⁴, -halo, C₁₋₄ haloalkyl, -CN, -SH, -S(O)₂R⁵, -COR⁴, -CO₂R⁴, -OC(O)R⁵, -N(COR⁴)₂, -NR⁴R⁷ and -CONR⁴R⁷, -NR⁴COR⁵, -NR⁴SO₂R⁵, -NR⁴CONR⁵R⁷ or -NR⁴CO₂R⁵,~~

~~Ar is selected from the group consisting of phenyl, indanyl, and indenyl, pyridyl, pyrimidinyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, pyrrolidinyl, dihydroimidazolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl, indazolyl, indolinyl, benzoxazolin-2-onyl, benzodioxolanyl and benzodioxane, independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, C₁₋₄ alkoxy-C₁₋₄ alkyl, -OR⁴, -halo, C₁₋₄ haloalkyl, -CN, -NO₂, -SH, -S(O)₂R⁵, -COR⁴, -CO₂R⁴, -OC(O)R⁵, -N(COR⁴)₂, -NR⁴R⁷ and -CONR⁴R⁷, -NR⁴COR⁵, -NR⁴SO₂R⁵, -NR⁴CONR⁵R⁷, and -NR⁴CO₂R⁵;~~

~~R⁴, R⁵ and R⁷ are independently selected from the group consisting of H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, C₃₋₆ cycloalkyl-C₁₋₆ alkyl, C₁₋₂ alkoxy-C₁₋₄ alkyl and C₁₋₄ haloalkyl; and~~

~~R⁶ is selected from the group consisting of H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, C₃₋₆ cycloalkyl-C₁₋₆ alkyl, C₁₋₂ alkoxy-C₁₋₂ alkyl, C₁₋₄ haloalkyl, phenyl and C₁₋₆ alkyl-phenyl.~~

2. (cancelled)

3. (cancelled)

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4. (original) A compound according to claim 1 wherein R¹ is C₁₋₄ alkyl.

5. (original) A compound according to claim 1 wherein R² is H, halo, hydroxy, C₁₋₆ alkyl, C₁₋₆ alkoxy, morpholinyl, piperazinyl or phenyl.

6. (original) A compound according to claim 1 wherein R³ is H, halo, -CN, hydroxy, C₁₋₆ alkyl, C₂₋₆ alkynyl, C₁₋₆ alkoxy, C₁₋₆ haloalkyl, -NR⁴R⁶, morpholinyl, piperazinyl or phenyl.

7. (currently amended) A compound according to claim 1 wherein Ar is phenyl, ~~pyridyl, pyrimidinyl, imidazolyl, thiazolyl, pyrrolidinyl, dihydroimidazolyl~~ independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C₁₋₆ alkyl, -OR⁴, halo, -CN, -NO₂, -CO₂R⁴.

8. (original) A compound according to claim 1 wherein R⁴, R⁵ and R⁷ are independently H or C₁₋₆ alkyl.

9. (original) A compound according to claim 1 wherein R⁶ is H.

10. (currently amended) A compound according to claim 1 wherein B is CH; D is NH; R¹ is C₁₋₄ alkyl; R² is H, halo, hydroxy, C₁₋₆ alkyl, C₁₋₆ alkoxy, morpholinyl, piperazinyl or phenyl; R³ is H, halo, -CN, hydroxy, C₁₋₆ alkyl, C₂₋₆ alkynyl, C₁₋₆ alkoxy, C₁₋₆ haloalkyl, -NR⁴R⁶, morpholinyl, piperazinyl or phenyl; Ar is phenyl, ~~pyridyl, pyrimidinyl, imidazolyl, thiazolyl, pyrrolidinyl, dihydroimidazolyl~~ independently and optionally substituted with 1 to 4 substituents

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selected from the group consisting of H, C₁₋₆ alkyl, -OR⁴, halo, -CN, -NO₂, -CO₂R⁴; R⁴, R⁵ and R⁷ are independently H or C₁₋₆ alkyl; and R⁶ is H.

11. (original) {3-[4-(2-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(4-methoxy-2-methylphenyl)-amine;

(2-Chloro-5-fluoro-4-methoxyphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

2-Chloro-5-fluoro-N¹-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-N⁴,N⁴-dimethylbenzene-1,4-diamine;

(4,5-Dimethoxy-2-methylphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

(2-Chloro-4-difluoromethoxyphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

(2-Chloro-4,5-dimethoxyphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

(2-Chloro-4-methanesulfonylphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

5-Chloro-2-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-ylamino}-benzonitrile;

[3-(4-Methoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenol;

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[3-(4-Benzylxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Ethoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Allyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

4-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-butyronitrile;

5-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-pentanenitrile;

3-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-propan-1-ol;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-acetic acid ethyl ester;

2-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-butyric acid methyl ester;

{6-Methyl-3-[4-(pyridin-2-ylmethoxy)-benzenesulfonyl]-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,6-Dichloropyridin-4-ylmethoxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

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{6-Methyl-3-[4-(2-methylthiazol-4-ylmethoxy)-benzenesulfonyl]-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(4-Fluorobenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

4-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxyethyl}-benzonitrile;

3-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxyethyl}-benzonitrile;

3-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxyethyl}-benzoic acid methyl ester;

{3-[4-(3-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

2-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxyethyl}-benzonitrile;

{6-Methyl-3-[4-(2-nitrobenzyloxy)-benzenesulfonyl]-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(3,5-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

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{3-[4-(2,5-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,3-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,3-Difluorobenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2-Fluoro-6-nitrobenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

1-(4-Fluoro-3-{4-[6-methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy-methyl}-phenyl)-ethanone;

{3-[4-(2,6-Dimethylbenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

[3-(3-Chloro-4-fluorobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3,4-Dimethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3,4-Dimethoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3,4-Dichlorobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

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[6-Methyl-3-(toluene-4-sulfonyl)-pyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Isopropylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[6-Methyl-3-(4-trifluoromethoxybenzenesulfonyl)-pyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Fluorobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Bromobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Ethynylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(Biphenyl-4-sulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(2'-Methoxybiphenyl-4-sulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenyl}-methanol;

(6-Methyl-3-{4-[(2,4,6-trimethylphenylamino)-methyl]-benzenesulfonyl}-pyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

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4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-benzaldehyde;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenyl}-phenyl-methanol;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenyl}-phenyl-methanone;

Acetic acid 4-[6-methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-benzyl ester;

[3-(3-Methoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

3-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenol;

[3-(3-Ethoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3-Allyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3-Benzylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

{3-[3-(4-Fluorobenzyl)oxy]-benzenesulfonyl}-6-methylpyridin-2-yl)-(2,4,6-trimethylphenyl)-amine;

{3-[3-(3-Methoxybenzyl)oxy]-benzenesulfonyl}-6-methylpyridin-2-yl)-(2,4,6-trimethylphenyl)-amine;

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{3-[3-(3,5-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[3-(6-Chloropyridin-3-ylmethoxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[3-(2,6-Dichloropyridin-4-ylmethoxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

(2,4-Dimethylphenyl)-[3-(4-ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-amine;

[3-(4-Ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(4-methoxy-2-methylphenyl)-amine;

(2,4-Dimethoxyphenyl)-[3-(4-ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-amine;

(2-Chloro-4-methoxyphenyl)-[3-(4-ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-amine; or

[3-(4-Ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,5-trimethylphenyl)-amine or pharmaceutically acceptable salts or solvates thereof.

12. (original) A pharmaceutical composition of a compound according to claim 1.

13. (withdrawn) A method of treating depression or anxiety comprising a pharmaceutical composition of a compound of claim 1.